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UNITED STATES BANKRUPTCY COURT

DISTRICT OF NEVADA

In Re:

EACHPOLE, INC.,

Debtor.

In Proceedings Under Chapter 7

Case No. BK-20-10956-abl

Adv. Case No. BK-20-01130-abl

LINCO INC., as Successor-In-Interest of the
Bankruptcy Estates of EACHPOLE, INC., and
TOP LIGHTING CORPORATION, dba ETOP
LIGHTING CORPORATION,

Plaintiff,

v.

BEAUTY MEMORY, a Nevada Nonprofit
Corporation; LKIMMY INC., a Nevada
Corporation; SYNGURU CORPORATION, a
Nevada Corporation; CHRIS KIM, an individual;
HYUNJUNE KIM, an individual; IL KIM, an
individual; MISOOK KIM, an individual;
HYUKJOON KWON, also known as, ANDREW
KWON, an individual; BHASKER PANCHAL,
an individual; DOES I through X, inclusive; and
ROE ENTITIES XI through XX, inclusive,

Defendants.

**DECLARATION OF MICHAEL D
RAWLINS, ESQ. IN SUPPORT OF
MOTION FOR LEAVE TO FILE
SECOND AMENDED COMPLAINT**

Date:
Time:

Michael D. Rawlins states as follows:

1. I am counsel for Linco, Inc. I testify that the facts stated herein are true and correct of my own knowledge except as to that matters stated on information and belief, and I believe them to be true.

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2. Attached as Exhibit “3” to Linco’s Motion for Leave to File Second Amended Complaint are true and correct copies of text messages that were provided to Linco Andrew Kwon, who I am informed and believe is a former employee of Top Lighting and LKimmy. I have discussed the text messages with Mr. Kwon, and he represents that text in the right hand column is an English translation of the original text messages, which were in Korean.

3. The printout of the text messages is too fine to read in the format provided when printed. I have provided the .pdfs of the text messages to opposing counsel, which are easy to read on a computer if you enlarge them.

4. I have not yet deposed Mr. Kwon, but intend to do so after defendants produce requested documents.

5. I did make a lengthy interview of Mr. Kwon. Based on that interview, which included going through his text messages with him from late 2019, I am informed and believe that Mr. Kwon’s testimony will be as follows:

- The text conversations between Il Kim and Kwon demonstrate that LKimmy was controlled at all relevant times by Il Kim, that Il Kim was directing Mr. Kwon, one of LKimmy’s managers, on how to move LKimmy from Las Vegas back to Southern California, and directing such matters as renting new warehouse space, locating accountants, obtaining services for the office, and moving former Top Lighting and Eachpole employees from Nevada to California.

- Kwon worked for Mr. Kim at the Top Lighting venture for 2012 to 2019 and worked closely with its owner Il Kim.

- After a failed attempt to sell Top Lighting in 2018, Il Kim caused the entity LKimmy to be created. LKimmy took over Top Lighting’s and Eachpole’s primary sales accounts at the direction of Il Kim. For example, Il Kim ordered that the Amazon account of Eachpole be changed to the name of LKimmy. The vast majority of sales of the Top Lighting/Eachpole company came through Amazon.

- Top Lighting and Eachpole were, to Andrew Kwon, the same company, in the same office, with mostly the same employees. After LKimmy was created, the operations

1 continued but under the LKimmy entity. Kwon considered Top Lighting/Eachpole and
2 LKimmy to be the same organization. The plan was to move the Top Lighting/Eachpole
3 operations to Las Vegas from California and operate under the LKimmy entity. Eventually,
4 LKimmy moved back to California in the second half of 2019.

5 • Hyunjune Kim was given more responsibility over the operations after LKimmy
6 was formed, but Andrew Kwon continued to take direction from Il Kim, who was the clear head
7 of the company.

8 • Andrew Kwon assisted in transferring the files (such as HR files, trademarks,
9 and advertising images of Top Lighting and Eachpole) to LKimmy's California office when
10 LKimmy moved back to California in 2019.

11 • Kwon observed the transfer of Top Lighting/Eachpole inventory from their Las
12 Vegas office to the LKimmy warehouse in California.

13 • There was one set of computers used for Top Lighting, Eachpole, and LKimmy,
14 and the same employees used those computers.

15 I make this declaration this 31st day of December, 2021, subject to the penalty of perjury under
16 the laws of the State of Nevada.

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18 /s/ Michael D. Rawlins
Michael D. Rawlins
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